

**Exhibit A**

**Proposed Interim Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

**Re: D.I. \_\_\_\_**

**OMNIBUS ORDER (I) AUTHORIZING THE DEBTOR TO REJECT CERTAIN  
EXECUTORY CONTRACTS *NUNC PRO TUNC* TO SEPTEMBER 9, 2024,  
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (the “**Debtor**”), pursuant to sections 105(a) and 365 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 6006, for entry of an order (this “**Order**”): (i) authorizing the Debtor to reject certain executory contracts and unexpired leases set forth on **Exhibit 1** attached hereto (the “**Specified Contracts**”), and (ii) granting related relief; and due and sufficient notice of the Motion having been given under the circumstances; and it appearing that no other or further notice need be provided under the circumstances; and it appearing that the relief requested by this Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code, the Specified Contracts are hereby rejected by the Debtors, effective as of the and such rejection shall constitute a breach of such Specific Contracts as of immediately before the Petition Date.
3. Notwithstanding the relief granted herein and any actions taken hereunder, nothing in the Motion or this Order shall: (a) constitute an admission as to the validity or priority of any claim against the Debtors; (b) constitute a waiver of the Debtors' rights to dispute any claim or assert any defenses or counterclaims to such claim or against the applicable claim proponent; (c) prejudice the Debtors' rights to assert that any of the Specified Contracts (i) are not executory or within the meaning of section 365 of the Bankruptcy Code or (ii) have expired or have been terminated; or (d) prohibit the Debtors from seeking to reject any other executory contracts or leases.
4. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be effective immediately and enforceable upon its entry, including the rejection of the Specified Contracts granted herein, which shall be rejected by the Debtors.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

**Exhibit 1**

**Specified Contracts to be Rejected**

	<b>Contract Counterparty</b>	<b>Contract Counterparty Address</b>	<b>Rejected Agreement</b>
1	Blue Yonder	PO BOX 841983 DALLAS TX 75284-1983 US	Cloud Services Subscription and Professional Services Agreement
2	Blue Yonder	PO BOX 841983 DALLAS TX 75284-1983 US	Education Services Statement of Work
3	Blue Yonder	PO BOX 841983 DALLAS TX 75284-1983 US	Consulting Services Statement of Work
4	Blue Yonder	PO BOX 841983 DALLAS TX 75284-1983 US	Change Request 2021
5	Blue Yonder	PO BOX 841983 DALLAS TX 75284-1983 US	Schedule 1-A to Cloud Services
6	Blue Yonder	PO BOX 841983 DALLAS TX 75284-1983 US	Education Services Statement of Work
7	Blue Yonder Inc	PO BOX 841983 DALLAS TX 75284-1983 US	Education Services Statement of Work
8	Blue Yonder Inc	PO BOX 841983 DALLAS TX 75284-1983 US	Consulting Services Statement of Work
9	Blue Yonder Inc	PO BOX 841983 DALLAS TX 75284-1983 US	Change Request for Cloud Services Subscription and Professional Services
10	Blue Yonder Inc	PO BOX 841983 DALLAS TX 75284-1983 US	Education Services Statement of Work
11	Blue Yonder Inc	PO BOX 841983 DALLAS TX 75284-1983 US	Cloud Services Subscription and Professional Services Agreement
12	Media Storm	PO BOX 321 NORWALK CT 006856 US	Master Services Agreement
13	Media Storm	PO BOX 321 NORWALK CT 006856 US	Statement of Work for Media Services
14	Media Storm	PO BOX 321 NORWALK CT 006856 US	Change Order to Statement of Work
15	Media Storm	PO BOX 321 NORWALK CT 006856 US	Amendment to Statement of Work
16	Media Storm	PO BOX 321 NORWALK CT 006856 US	Amendment to Statement of Work
17	Media Storm	PO BOX 321 NORWALK CT 006856 US	Amendment to Master Services Agreement
18	Media Storm	PO BOX 321 NORWALK CT 006856 US	Amendment to Statement of Work
19	Media Storm	PO BOX 321 NORWALK CT 006856 US	Statement of Work
20	Media Storm	PO BOX 321 NORWALK CT 006856 US	Addendum #2 to Statement of Work
21	Media Storm	PO BOX 321 NORWALK CT 006856 US	Addendum #3 to Statement of Work
22	Media Storm	PO BOX 321 NORWALK CT 006856 US	Addendum #4 to Statement of Work
23	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Master Services Agreement
24	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
25	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
26	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work - Display Media Engagement
27	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Media Services
28	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Data Sourcing

29	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Data Append
30	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Email Activation Services
31	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Email Activation Services
32	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
33	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Email Activation Services
34	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Master Services Agreement
35	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Email Activation Services
36	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
37	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
38	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Cloud Services Migration Agreement
39	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
40	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work
41	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Marketing Technology Assessment
42	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Email Activation Services
43	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Adobe Asset Implementation
44	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Salesforce Interaction Studio Implementation
45	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
46	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
47	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Analytics & Insights
48	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Marketing Services
49	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amended and Restated Letter of Authorization
50	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work
51	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Data Sourcing

52	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Data Sourcing
53	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Master Services Agreement
54	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
55	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
56	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
57	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
58	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
59	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
60	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Letter of Authorization for Merkury Services
61	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Data Transfer Consent
62	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Analytics Support Services
63	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for CDP Consulting Services
64	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for CMS & DAM Consulting Services
65	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Clean Room Analytics
66	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Email Hygiene and Append Services
67	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Marketing Technology Consulting
68	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Merkury Services
69	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Merkury Services
70	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Statement of Work for Merkury Services
71	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
72	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Amendment to Statement of Work for Email Activation Services
73	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
74	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
75	Merkle, Inc	29432 NETWORK PLACE CHICAGO IL 60673-1432 US	Change Order for Additional Services
76	UL Information	23 British American Boulevard Latham NY 12110 US	Master Services Agreement
77	UL Information & Insights, Inc	333 Pfingsten Road Northbrook IL 60062 US	Statement of Work

78	UL Information & Insights, Inc	333 Pfingsten Road Northbrook IL 60062 US	Master Services Agreement
79	UL Information & Insights, Inc	333 Pfingsten Road Northbrook IL 60062 US	Statement of Work
80	Quantum Metric, Inc.	10807 New Allegiance Drive, Suite 155, Colorado Springs, CO 80921 US	Master Services Agreement
81	Quantum Metric, Inc.	10807 New Allegiance Drive, Suite 155, Colorado Springs, CO 80921 US	ENTERPRISE SUBSCRIPTION ORDER FORM
82	MYMOVE, LLC	1423 Red Ventures Drive, Fort Mill, SC 29707 US	MOVERSOURCE™ PLATFORM INSERTION ORDER
83	MYMOVE, LLC	1423 Red Ventures Drive, Fort Mill, SC 29707 US	MYMOVE PLATFORM INSERTION ORDER (Dated 06/22/2021)
84	MYMOVE, LLC	1423 Red Ventures Drive, Fort Mill, SC 29707 US	MOVERSOURCE™ PLATFORM INSERTION ORDER (Dated 02/01/2023)
86	MYMOVE, LLC	1423 Red Ventures Drive, Fort Mill, SC 29707 US	MOVERSOURCE® PLATFORM INSERTION ORDER (Dated 02/01/2024)
87	Validity, Inc.	100 Summer Street, Suite 2900, Boston, MA 02110 US	Validity Everest - Enterprise Order Form